



State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor

Kathleen Clarke
Executive Director

Lowell P. Braxton
Division Director

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

February 22, 2001

Ron Ryan
SF Phosphates Limited Co.
9401 North Highway 191
Vernal, Utah 84078-7802

Re: Formal Approval of Surety Rider and Revised Reclamation Contract, SF Phosphates Limited Co.,
Vernal Phosphate Operation, M/047/007, Uintah County, Utah

Dear Mr. Ryan:

Thank you for providing the replacement Reclamation Contract for the Vernal Phosphate Operation received on February 6, 2001. This new Reclamation Contract references rider _____ from Travelers Casualty and Surety Company of America which replaced the United Pacific Insurance Company surety bond _____ The rider is for the same amount of \$2,024,000 as in the previous surety bond.

On February 21, 2001, the Director of the Division of Oil, Gas and Mining accepted the rider and formally approved the replacement Reclamation Contract. Enclosed are copies of the executed Reclamation Contract and surety rider for your files.

The Division is currently reviewing a permit revision for the SF Phosphates operation which will require an adjustment in the amount of reclamation surety. This review is expected to be complete within the immediate future, at which time the surety amount will be escalated to year 2006. The Reclamation Contract and surety will require adjustments prior to final approval of the revision.

Thank you for your help in finalizing these documents. Please call me or Tony Gallegos at (801) 538-5286 or 538-5267 respectively, if you have any questions in this regard.

Sincerely,

D. Wayne Hedberg
Permit Supervisor
Minerals Regulatory Program

jb

Enclosure: copies of RC & surety rider

cc: Pete Sokolosky, BLM, Vernal FO (U-76097) w/Encl
O:\M47-07-replaceRC



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801-538-7223 (TDD)

February 21, 2001

TO: Lowell P. Braxton, Director *for*

THRU: Mary Ann Wright, Associate Director

THRU: Wayne Hedberg, Permit Supervisor *DWH*

FROM: Anthony A. Gallegos, Senior Reclamation Specialist *aa*

RE: Request for Approval of Form and Amount of Surety Bond Rider and Replacement Reclamation Contract, SF Phosphates Limited Co., Vernal Phosphates Operation, M/047/007, Uintah County, Utah

In July 2000 we notified SF Phosphate of a drop in the rating of their surety company, United Pacific Insurance Company from a B++ "(secure "very good") rating to a C (vulnerable "weak") rating. We informed SF Phosphate of rule-making which may require replacement of reclamation sureties with low ratings.

On January 16, 2001, we received a rider # [redacted] from Travelers Casualty and Surety Company of America which replaced the United Pacific Insurance Company surety bond # [redacted] in the same amount of \$2,024,000. We then requested SF Phosphate provide a replacement Reclamation Contract to reflect the new surety company name and surety bond number. A replacement Reclamation Contract was received on February 6, 2001.

Travelers Casualty and Surety Company of America has an "A" rating and is on the federal register listing of acceptable bonding companies. The Division's legal counsel has reviewed the documents for accuracy and is in agreement with their acceptance (see attached e-mail message).

The Division is currently reviewing a permit revision for the SF Phosphates operation which will require an adjustment in the amount of reclamation surety. This review is expected to be complete within the immediate future, at which time the surety amount will be escalated five years to year 2006.

If you are in agreement with the acceptance of the surety bond rider and the replacement Reclamation Contract, please sign and date the documents. We will then forward the signed and executed copies to SF Phosphate for their files. Thank you for your consideration of this request.

Agree LPS 2-21-01

jb

Attachment: e-mail - Kurt Seel

Enclosure: MR-RC & surety rider

O:\M47-07-dir-mem

From: Kurt Seel
To: Burns, Joelle
Date: 2/15/01 4:16PM
Subject: Proposed RC and surety Rider for SF Phosphates Limited Co. M/047/007

Joelle,

Thanks for forwarding the above documents for my review. They look fine. The Surety Bond Endorsement for changing the bond company and number to Travelers Casualty and Surety Company of America appears in order. If you have any questions please contact me.

Kurt Seel



SF Phosphates Limited Company

A Utah Limited Liability Company

9401 North Hwy. 191

Vernal, UT 84078-7802

(435) 789-7795

February 5, 2001

Anthony A. Gallegos
State of Utah
Division of Oil, Gas, and Mining
PO Box 145801
Salt Lake City, Utah 84114-5801

RE: Revised Reclamation Contract, SF Phosphates Limited Company, Vernal Phosphate Operations, M/047/007, Uintah County, Utah

Dear Mr. Gallegos:

The Reclamation Contract sent to us on January 24, 2001 has been reviewed and signed, dated and notarized by an authorized officer. The address of our registered agent has also been updated. The updated and signed version is enclosed, and we anticipate receipt of the final executed document.

New Power of Attorney forms have also been obtained and are enclosed. We apologize for this oversight.

If you have any questions or additional needs regarding the Reclamation Contract please contact me at 435-781-3348 or e-mail to Rryan@simplot.com.

Sincerely,

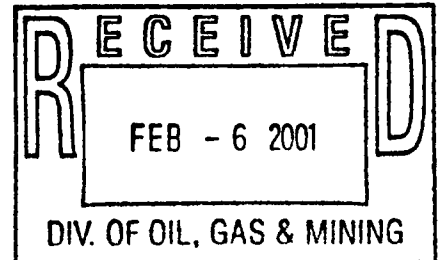
Ron Ryan
Environmental Specialist

RECEIVED

FEB 06 2001

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION of OIL, GAS and MINING
1594 West North Temple Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801
(801) 538-5291
Fax: (801) 359-3940



RECLAMATION CONTRACT

---ooOoo---

For the purpose of this RECLAMATION CONTRACT the terms below are defined as follows:

"NOTICE OF INTENTION" (NOI): (File No.) M/047/007
(Mineral Mined) Phosphate

"MINE LOCATION":
(Name of Mine) Vernal Phosphates Operation
(Description) 11 miles North of Vernal, Utah
in Uintah County

"DISTURBED AREA":
(Disturbed Acres) 861.7
(Legal Description) (refer to Attachment "A")

"OPERATOR":
(Company or Name) SF Phosphates Limited Co.
(Address) 9401 North Highway 191
Vernal, UT 84078-7802
(Phone) (435) 789-7795

"OPERATOR'S REGISTERED AGENT":

(Name)

William H. Adams

(Address)

170 South Main, Suite 1225

Salt Lake City, Utah 84101

(Phone)

(801) 359-1980

"OPERATOR'S OFFICER(S)":

John Weber - Vice President of Operations

"SURETY":

(Form of Surety - Attachment B)

Surety Bond

"SURETY COMPANY":

(Name, Policy or Acct. No.)

Travelers Casualty & Surety Co of America

"SURETY AMOUNT":

(Escalated Dollars)

\$2,024,000

"ESCALATION YEAR":

1998

"STATE":

State of Utah

"DIVISION":

Division of Oil, Gas and Mining

"BOARD":

Board of Oil, Gas and Mining

ATTACHMENTS:

A "DISTURBED AREA":

B "SURETY":

This Reclamation Contract (hereinafter referred to as "Contract") is entered into between SF Phosphates Limited Company the "Operator" and the Utah State Division of Oil, Gas and Mining ("Division").

WHEREAS, Operator desires to conduct mining operations under Notice of Intention (NOI) File No. M/047/007 which has been approved by the Utah State Division of Oil, Gas and Mining under the Utah Mined Land Reclamation Act, Sections 40-8-1 et seq., Utah Code Annotated, (1953, as amended) (hereinafter referred to as "Act") and implementing rules; and

WHEREAS, Operator is obligated to reclaim that area described as the Disturbed Area as set forth and in accordance with Operator's approved Reclamation Plan, and Operator is obligated to provide surety in form and amount approved by the Division, to assure reclamation of the Disturbed Area.

NOW, THEREFORE, the Division and the Operator agree as follows:

1. Operator agrees to conduct reclamation of the Disturbed Area in accordance with the Act and implementing regulations, the original Notice of Intention dated June 20, 1977, and the original Reclamation Plan dated June 20, 1977. The Notice of Intention as amended, and the Reclamation Plan, as amended, are incorporated by this reference and made a part hereof.
2. Concurrent with the execution hereof, Operator has provided surety to assure that reclamation is conducted, in form and amount acceptable to the Division. Such surety as evidenced by the Surety Contract is in the form of the surety attached hereto as Attachment B and made a part hereof. The Surety Contract shall remain in full force and effect according to its terms unless modified by the Division in writing. If the Surety Contract expressly provides for cancellation, then, within 60 days following the Division's receipt of notice that the Surety Company intends to cancel the Surety Contract, the Operator shall provide a replacement Surety Contract in a form and amount reasonably acceptable to the Division. If the Operator fails to provide an acceptable replacement Surety Contract, the Division may order the Operator to cease further mining activities and to begin immediate reclamation of the Disturbed Area.
3. Operator agrees to pay legally determined public liability and property damage claims resulting from mining to the extent provided in Section 40-8-7(1)(e) of the Act.
4. Operator agrees to perform all duties and fulfill all reclamation requirements applicable to the mine as required by the Act and implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended.
5. The Operator's liability under this Contract shall continue in full force and effect until the Division certifies that the Operator has reclaimed the Disturbed Area in accordance with the Act and implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended.
6. If reclamation of discrete sections of the Disturbed Area is completed to the satisfaction of the Division, and the Division finds that such sections are severable from the remainder of the Disturbed Area, Operator may request the Division to certify that Operator has reclaimed such discrete sections of the Disturbed Area in accordance with the Act and Implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended. If the Division makes such certification, Operator may make request to the Division that the aggregate face amount of the Surety Contract provided pursuant to paragraph 2 be reduced to an amount necessary to provide for completion of the remaining reclamation. The Division shall hear Operator's

request for such reduction in accordance with the Board's Procedural Rules concerning requests for Agency Action.

7. Operator agrees to indemnify and hold harmless the State, Board and the Division from any claim, demand, liability, cost, charge, suit, or obligation of whatsoever nature arising from the failure of Operator or Operator's agents and employees, or contractors to comply with this Contract.
8. Operator may, at any time, submit a request to the Division to substitute surety. The Division may approve such substitution if the substitute surety meets the requirements of the Act and the implementing rules.
9. This Contract shall be governed and construed in accordance with the laws of the State of Utah.
10. If Operator shall default in the performance of its obligations hereunder, Operator agrees to pay all costs and expenses, including reasonable attorney's fees and costs incurred by the Division and/or the Board in the enforcement of this Contract.
11. Any breach that the Division finds to be material of the provisions of this Contract by Operator may, at the discretion of the Division, result in an order to cease mining operations. After opportunity for notice and hearing, the Board of Oil, Gas and Mining may enter an order to revoke the Notice of Intention, order reclamation, or order forfeiture of the Surety Contract, or take such other action as is authorized by law.
12. In the event of forfeiture of the Surety Contract, Operator shall be liable for any additional costs in excess of the surety amount which are required to comply with this Contract. Any excess monies resulting from forfeiture of the Surety Contract, upon completion of reclamation and compliance with this Contract, shall be returned to the rightful claimant.
13. This Contract including the Notice of Intention, as amended and the Reclamation Plan, as amended, represents the entire agreement of the parties involved, and any modification must be approved in writing by the parties involved.
14. Each signatory below represents that he/she is authorized to execute this Contract on behalf of the named party.

OPERATOR:

SF Phosphates Limited Company

Operator Name

By John R. Weber
Authorized Officer (Typed or Printed)

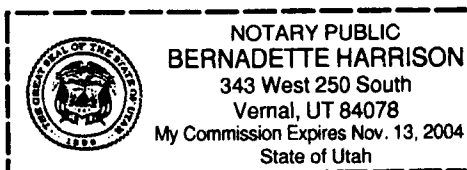
Vice President of Operations
Authorized Officer - Position

John R. Weber
Officer's Signature

1/29/01
Date

STATE OF _____)
COUNTY OF _____) ss:

On the 29 day of JANUARY, 20 01, personally
appeared before me JOHN WEBER who being
by me duly sworn did say that he/she, the said VICE President of operations is
the AUTHORIZED OFFICER of SF Phosphates Limited Company
and duly acknowledged that said instrument was signed on behalf of said company by
authority of its bylaws or a resolution of its board of directors and said
_____ duly acknowledged to me that said company
executed the same.



Bernadette Harrison
Notary Public
Residing at: 343 W. 250 So.
Vernal, UT 84078

November 13, 2004
My Commission Expires:

DIVISION OF OIL, GAS AND MINING:

By Lowell P. Braxton
Lowell P. Braxton, Director

2-21-01
Date

STATE OF Utah)
COUNTY OF Salt Lake) ss:

On the 21st day of February, 2001,
personally appeared before me Lowell P. Braxton, who being
duly sworn did say that he/~~she~~, the said Lowell P. Braxton
is the Director of the Division of Oil, Gas and Mining, Department of Natural Resources,
State of Utah, and he/~~she~~ duly acknowledged to me that he/~~she~~ executed the foregoing
document by authority of law on behalf of the State of Utah.



Victoria A. Bailey
Notary Public
Residing at: Salt Lake City, UT

February 29, 2004
My Commission Expires:

ATTACHMENT "A"

SF Phosphates Limited Company
Operator

Vernal Phosphate Operation
Mine Name

M/047/007
Permit Number

Uintah County, Utah

The legal description of lands to be disturbed is:

Lands to be disturbed are in Uintah County, Utah and include portions of:

SE 1/4 Section	18,	Township 2 South,	Range 22 East,	SLBM
NE 1/4 Section	19,	Township 2 South,	Range 22 East,	SLBM
SE 1/4 Section	19,	Township 2 South,	Range 22 East,	SLBM
NE 1/4 Section	30,	Township 2 South,	Range 22 East,	SLBM
SE 1/4 Section	30,	Township 2 South,	Range 22 East,	SLBM
	Section 31,	Township 2 South,	Range 22 East,	SLBM
SE 1/4 Section	36,	Township 2 South,	Range 21 East,	SLBM
NW 1/4 Section	17,	Township 2 South,	Range 22 East,	SLBM
SW 1/4 Section	17,	Township 2 South,	Range 22 East,	SLBM
	Section 20,	Township 2 South,	Range 22 East,	SLBM
NE 1/4 Section	29,	Township 2 South,	Range 22 East,	SLBM
NW 1/4 Section	29,	Township 2 South,	Range 22 East,	SLBM
SW 1/4 Section	29,	Township 2 South,	Range 22 East,	SLBM
NW 1/4 Section	32,	Township 2 South,	Range 22 East,	SLBM
SW 1/4 Section	32,	Township 2 South,	Range 22 East,	SLBM
NE 1/4 Section	1,	Township 3 South,	Range 21 East,	SLBM
NW 1/4 Section	5,	Township 3 South,	Range 22 East,	SLBM
NW 1/4 Section	6,	Township 3 South,	Range 22 East,	SLBM
NE 1/4 Section	6,	Township 3 South,	Range 22 East,	SLBM

See Attached Map
Titled Map A



m/047/007

Received

JAN 16 2001

RECEIVED
CIVIL SERVICE

SURETY BOND ENDORSEMENT

TO: STATE OF UTAH
Department of Natural Resources
Division of Oil, Gas & Mining
355 West North Temple
3 Triad Center, Suite 350
Salt Lake City, Utah 84180-1203

RE: Bond Principal: SF Phosphates Limited Company
Obligee: *State of Utah*
Surety: *United Pacific Insurance Company*
Surety Bond Number:
Bond Amount: *\$2,024,000*
Type of Bond: *Mining and Reclamation Bond*

The purpose of this Rider is to:

[X] CHANGE BOND NUMBER

Upon execution of this Surety Bond Endorsement by all parties hereto, surety bond number _____ is changed to _____

[X] CHANGE SURETY COMPANY

Effective (12/17/2000), Travelers Casualty and Surety Company of America ("Travelers") replaces United Pacific Insurance Company ("Reliance") as surety on the above referenced bond and, accordingly, agrees to be bound by the terms of the above-referenced bond and to perform all of Reliance's obligations thereunder as if the above-referenced bond had originally been issued by Travelers. The termination of liability under the Reliance bond is a condition precedent to the change of surety. Upon execution of this Surety Bond Endorsement by all parties hereto, Reliance shall have no further obligation or liability under the above-referenced bond.

Signed, sealed and dated this 28th day of December, 2000.

Travelers Casualty and Surety Company of America

By: Heidi Bockus
Heidi Bockus
Attorney-in-Fact

United Pacific Insurance Company

By: Heidi Bockus
Heidi Bockus
Attorney-in-Fact

**RELIANCE SURETY COMPANY
UNITED PACIFIC INSURANCE COMPANY**

**RELIANCE INSURANCE COMPANY
RELIANCE NATIONAL INDEMNITY COMPANY**

ADMINISTRATIVE OFFICE, PHILADELPHIA, PENNSYLVANIA

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that RELIANCE SURETY COMPANY is a corporation duly organized under the laws of the State of Delaware, and that RELIANCE INSURANCE COMPANY and UNITED PACIFIC INSURANCE COMPANY, are corporations duly organized under the laws of the Commonwealth of Pennsylvania and that RELIANCE NATIONAL INDEMNITY COMPANY is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called "the Companies") and that the Companies by virtue of signature and seals do hereby make, constitute and appoint Patrick D. Dineen, Heidi Bockus, Krista M. Stromberg, Tevy Lor, Daniel J. Ashburn, Thomas J. Jochums, Kathie L. Wieggers, Terie L. Sariego, Jay A. Miley, of Seattle, Washington their true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver for and on their behalf, and as their act and deed any and all bonds and undertakings of suretyship and to bind the Companies thereby as fully and to the same extent as if such bonds and undertakings and other writings obligatory in the nature thereof were signed by an Executive Officer of the Companies and sealed and attested by one other of such officers, and hereby ratifies and confirms all that their said Attorney(s)-in-Fact may do in pursuance hereof.

This Power of Attorney is granted under and by the authority of Article VII of the By-Laws of RELIANCE SURETY COMPANY, RELIANCE INSURANCE COMPANY, UNITED PACIFIC INSURANCE COMPANY, and RELIANCE NATIONAL INDEMNITY COMPANY which provisions are now in full force and effect, reading as follows:

ARTICLE VII - EXECUTION OF BONDS AND UNDERTAKINGS

1. The Board of Directors, the President, the Chairman of the Board, any Senior Vice President, any Vice President or Assistant Vice President or other officer designated by the Board of Directors shall have power and authority to (a) appoint Attorney(s)-in-Fact and to authorize them to execute on behalf of the Company, bonds and undertakings, recognizances, contracts of indemnity and other writings obligatory in the nature thereof, and (b) to remove any such Attorney(s)-in-Fact at any time and revoke the power and authority given to them.

2. Attorney(s)-in-Fact shall have power and authority, subject to the terms and limitations of the Power of Attorney issued to them, to execute and deliver on behalf of the Company, bonds and undertakings, recognizances, contracts of indemnity and other writings obligatory in the nature thereof. The corporate seal is not necessary for the validity of any bonds and undertakings recognizances, contracts of indemnity and other writings obligatory in the nature thereof.

3. Attorney(s)-in-Fact shall have power and authority to execute affidavits required to be attached to bonds, recognizances, contracts of indemnity or other conditional or obligatory undertakings and they shall also have power and authority to certify the financial statement of the Company and to copies of the By-Laws of the Company or any article or section thereof.

This Power of Attorney is signed and sealed by facsimile under and by authority of the following resolution adopted by the Executive and Finance Committees of the Boards of Directors of Reliance Insurance Company, United Pacific Insurance Company and Reliance National Indemnity Company by Unanimous Consent dated as of February 28, 1994 and by the Executive and Financial Committee of the Board of Directors of Reliance Surety Company by Unanimous Consent dated as of March 31, 1994.

"Resolved that the signatures of such directors and officers and the seal of the Company may be affixed to any such Power of Attorney or any certificates relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Company and any such Power so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company, in the future with respect to any bond or undertaking to which it is attached."

IN WITNESS WHEREOF, the Companies have caused these presents to be signed and their corporate seals to be hereto affixed, this September 29, 1999.



RELIANCE SURETY COMPANY
RELIANCE INSURANCE COMPANY
UNITED PACIFIC INSURANCE COMPANY
RELIANCE NATIONAL INDEMNITY COMPANY

Mark W. Aisup

STATE OF Washington }
COUNTY OF King } ss.

On this, September 29, 1999, before me, Laura L. Santos, personally appeared Mark W. Aisup, who acknowledged himself to be the Vice President of the Reliance Surety Company, Reliance Insurance Company, United Pacific Insurance Company, and Reliance National Indemnity Company and that as such, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as its duly authorized officer.

In witness whereof, I hereunto set my hand and official seal.

Notary Public
State of Washington

Laura L. Santos

My Appointment Expires 03-05-01

Laura L. Santos
Notary Public in and for the State of Washington
Residing at Puyallup

I, Robyn Layng, Assistant Secretary of RELIANCE SURETY COMPANY, RELIANCE INSURANCE COMPANY, UNITED PACIFIC INSURANCE COMPANY, and RELIANCE NATIONAL INDEMNITY COMPANY do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 28th day of December year of 2000.



Robyn Layng
Assistant Secretary

**TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY
Hartford, Connecticut 06183-9062**

POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, corporations duly organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint: Heidi Bockus, Jay A. Miley, Kathie L. Wieggers, Krista M. Stromberg, Patrick D. Dineen, Tevy Lor, Thomas J. Jochums, Suzanne Holden, of Seattle, Washington, their true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, the following instrument(s): by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto and to bind the Companies, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.

This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are now in full force and effect:

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her.

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

VOTED: That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

This Power of Attorney and Certificate of Authority is signed and sealed by facsimile (mechanical or printed) under and by authority of the following Standing Resolution voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, which Resolution is now in full force and effect:

VOTED: That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY have caused this instrument to be signed by their Senior Vice President and their corporate seals to be hereto affixed this 13th day of September 2000.

STATE OF CONNECTICUT

}SS. Hartford

COUNTY OF HARTFORD

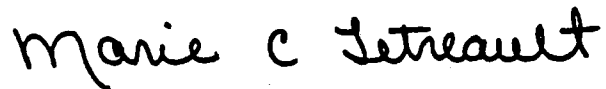
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY



By 
George W. Thompson
Senior Vice President

On this 13th day of September, 2000 before me personally came GEORGE W. THOMPSON to me known, who, being by me duly sworn, did depose and say: that he/she is Senior Vice President of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, the corporations described in and which executed the above instrument; that he/she knows the seals of said corporations; that the seals affixed to the said instrument are such corporate seals; and that he/she executed the said instrument on behalf of the corporations by authority of his/her office under the Standing Resolutions thereof.





My commission expires June 30, 2001 Notary Public
Marie C. Tetreault

CERTIFICATE

I, the undersigned, Assistant Secretary of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, stock corporations of the State of Connecticut, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney and Certificate of Authority remains in full force and has not been revoked; and furthermore, that the Standing Resolutions of the Boards of Directors, as set forth in the Certificate of Authority, are now in force.

Signed and Sealed at the Home Office of the Company, in the City of Hartford, State of Connecticut. Dated this 16th day of January, 20 01



By 
Kori M. Johanson
Assistant Secretary, Bond